

# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615  
(401) 222-3040

## INSTRUCTIONS FOR FILING CERTIFICATE OF VOTE(S) AUTHORIZING ISSUANCE OF A CLASS OR SERIES OF ANY CLASS OF SHARES

Section 7-1.2-602 of the General Laws of Rhode Island, 1956, as amended

**The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.**

1. Before any corporation shall issue any shares of stock of any class or of any series of any class of which the voting powers, designations, preferences, and relative, participating, optional, or other rights, if any, or the qualifications, limitations, or restrictions thereof, if any, shall not have been set forth in the articles of incorporation or in any amendment thereto but shall be provided for in a vote or votes adopted by the board of directors pursuant to authority expressly vested in it by the provisions of the articles of incorporation or an amendment thereto, a Certificate of Vote(s) Authorizing Issuance of a Class or Series of Any Class of Shares (Form No. 105) shall be filed with the Office of the Secretary of State, Corporations Division, at the above address.
2. A Certificate of Vote(s) Authorizing Issuance of a Class or Series of Any Class of Shares may be filed, unless otherwise provided in any vote or votes, to increase or decrease the number of shares of stock in any such class or series (but not below the number of shares thereof then outstanding.) When the number of shares shall be so decreased, the number of shares so specified in the certificate shall resume the status which they had prior to the adoption of the first resolution or resolutions.
3. The Certificate of Vote(s) must be accompanied by a filing fee of \$10.00, and payment should be made payable to the Rhode Island Secretary of State.
4. The Certificate of Vote(s) must be accompanied by a copy of the vote(s) adopted by the board of directors of the corporation.
5. The filing of the Certificate of Vote(s) Authorizing Issuance of a Class or Series of Any Class of Shares constitutes an amendment to the articles of incorporation.
6. Upon filing the Certificate of Vote(s), the corporation must be in good standing and current with the filing of its annual reports and the maintenance of its registered agent and registered office in this state.
7. As required by Section 7-1.2-105 of the General Laws, all fees and taxes of the corporation must be paid upon filing the Certificate of Votes.
8. The Certificate of Vote(s) must be signed by an authorized officer of the corporation.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m.



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
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**BUSINESS CORPORATION**

**CERTIFICATE OF VOTE(S) AUTHORIZING ISSUANCE  
OF A CLASS OR SERIES OF ANY CLASS OF SHARES**

Pursuant to the provisions of Section 7-1.2-602 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following certificate of vote(s) for the purpose of authorizing issuance of a class or series of a class and fixing and determining the relative rights and preferences thereof:

- 1. The name of the corporation is \_\_\_\_\_
- 2. The following vote(s), authorizing issuance of a class or series of any class, and fixing and determining the voting powers, designations, preferences, and relative, participating, optional, or other rights, if any, or the qualifications, limitations, or restrictions thereof, if any, was provided for in the following vote or votes adopted by the board of directors of the corporation on \_\_\_\_\_

[Insert copy of Vote(s)]

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3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. The Certificate of Vote(s) Authorizing Issuance of a Class or Series of any Class or Shares shall become effective upon the filing of this statement unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after this filing \_\_\_\_\_
5. Upon filing, this certificate shall constitute an amendment to the articles of incorporation.

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Vote(s) Authorizing Issuance of a Class or Series of any Class of Shares, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Authorized Officer of the Corporation

\_\_\_\_\_  
Type or Print Name of Authorized Officer